Remuneration Committee

Terms of Reference 2026-2027

ACHIEVE EXCELLENCE

TOGETHER

LEGAL FORM	GOVERNANCE BODY	EFFECTIVE DATE
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1. Constitution and governing hierarchy

These Terms of Reference operate subject to applicable law, the Trust's executed Articles and current single Funding Agreement, the current Academy Trust Handbook, Board resolutions, the Scheme of Delegation and relevant policies. Higher legal or contractual requirements prevail. The Articles use Governor for the office now described as Trustee and company director. Hadrian is a single-academy trust; its Board governs the academy directly, without a local governing tier.

The Board establishes the Committee under article 101 and appoints its members annually. It is separate from the Principal Appraisal Panel and from any pay appeal panel. These terms confer only the authority recorded in the approved Scheme of Delegation and Pay Policy; they do not change contracts or pay entitlements.

2. Purpose and intended outcomes

The Remuneration Committee provides independent scrutiny of pay and remuneration, supporting fair, affordable and defensible decisions that comply with the Trust's Pay Policy, contracts, equality duties and Academy Trust Handbook. It fulfils the Remuneration Committee function described in the Scheme of Delegation; the Board must align the name across its governance records when adopting these terms.

3. Authority and reserved matters

- Review and recommend the Pay Policy and Executive Pay Policy to the Board, including annual review, evidence, pay ranges, exceptional decisions and appeal arrangements.
- Determine staff pay only where expressly delegated by the approved Pay Policy and Scheme of Delegation. Otherwise make recommendations to the authorised decision-maker.
- Require performance evidence, role and responsibility analysis, any relevant benchmarking, equality analysis and CFO affordability advice. The appraisee must not determine their own reward.
- Refer changes outside existing pay ranges, exceptional benefits, novel or contentious proposals, contract variations and commitments outside delegation to the Board and obtain required external approvals.
- Commission independent HR or remuneration advice within a Board-approved budget. Do not sub-delegate pay decisions or hear appeals against the Committee’s own decisions.

Limits and urgent business

No Chair, individual Trustee, adviser or working group may exercise a decision-making power merely through custom or urgency. Use only an express lawful delegation; record the authority, reasons and reporting. No local decision replaces Member powers, required consultation, contractual obligations or prior external consent. Report delegated action to the next Board meeting.

Committee and executive interfaces

The Curriculum and Standards Committee provides educational assurance. The Finance, Resources and Audit Committee provides finance, resources, audit and risk assurance; some source documents call this the Finance, Resources, Audit and Risk Committee. The Remuneration Committee fulfils the Remuneration Committee remit. The Principal Appraisal Panel assesses performance and recommends on pay to the Board. The Principal manages the academy within delegation. The Board must maintain consistent names and powers across controlled records.

4. Core responsibilities

Annual staff pay review

Receive recommendations from the Principal under the Pay Policy, verify consistent criteria and contractual arrangements, and record decisions within delegation. Check treatment of part-time staff, family leave, disability, absence and other protected circumstances. Do not impose an appraisal-linked progression requirement where the policy or contract does not provide one.

Principal and executive pay

Evaluate the role, responsibilities, performance, organisational context and full reward package. Use balanced appraisal evidence and suitable comparisons, avoiding automatic benchmarking-led increases. Record why the proposed pay represents value for money and remains sustainable without reducing educational provision. Obtain independent Board scrutiny and approval before implementation.

DfE senior pay controls

Before recommending a rise, compare proposed executive remuneration growth with the average percentage increase for the Trust's teaching workforce over the same period using current DfE methodology. A faster executive increase requires a clear justification and advance DfE approval, regardless of remuneration value. Existing contractual obligations must be considered and do not remove the approval requirement.

New appointments and approvals

From 1st October 2026, obtain DfE approval before advertising a new executive appointment where proposed remuneration exceeds £174,000, pro rata for part-time staff, or performance-related pay exceeds £25,000. Use current DfE definitions and assess the entire package. Recheck thresholds and rules when applying them; record consent before advertising or implementing a relevant proposal.

Affordability equality and controls

Receive CFO/SBM advice on salary, employer pension and National Insurance costs, recurring commitments, forecast impact and delegated budget. Analyse consistency and equality impact. The Finance Resources and Audit Committee supplies affordability assurance without replacing this Committee's individual pay scrutiny. Check conflicts and related-party issues and escalate irregularities.

Notification appeals and disclosure

Ensure authorised outcomes are communicated in writing with reasons, effective date and appeal route under the Pay Policy. Give payroll a controlled written instruction only after all approvals. Retain an audit trail and verify implementation. Ensure required high-pay website disclosures and accounts reporting are accurate while individual evidence remains restricted.

5. Membership skills and independence

Appoint at least three non-employee Trustees, all with voting rights, and appoint a Chair and Vice-Chair annually. The Principal, other employees, appraisal adviser, HR adviser, CFO and Governance Professional/Clerk may attend relevant items as non-voting advisers. No individual participates in deciding their own remuneration or that of a connected person where conflicted. Preserve sufficient unconnected Trustees for an independent appeal panel; where practicable keep appraisal assessors separate from pay decision-makers.

Record appointment, term, voting status, required identity, DBS and suitability checks, interests and training. Members must observe the Code of Conduct, Nolan Principles and confidentiality requirements. Seek relevant HR, financial, legal or educational expertise when needed; professional advice supports rather than replaces independent judgement.

6. Meetings quorum and decisions

Frequency notice and papers

Meet at least annually for the pay review and whenever a delegated pay matter requires consideration. The Chair and Governance Professional agree the agenda against the pay timetable. Give at least seven clear days' notice and circulate papers securely, unless a longer governing requirement applies. Urgent meetings require a documented lawful procedure and cannot bypass Board or DfE approval.

Quorum

The quorum is three appointed, eligible, unconflicted non-employee Trustees. Recalculate for every item. Advisers and employees do not count or vote. If exclusions leave fewer than three, defer and ask the Board to appoint eligible substitutes; an inquorate discussion cannot determine pay.

Decision making

Seek consensus; otherwise decide by a simple majority of eligible members present. A tie is not carried unless a casting vote is expressly authorised by the Articles and approved delegation. Remote participation must be constitutionally permitted, secure and contemporaneous. No email poll or informal agreement is a pay decision. Written decisions may be used only where expressly authorised. The Chair has no standalone power to award pay.

An inquorate meeting may receive information but cannot take a formal decision. Record provisional recommendations clearly. Minutes must identify the decision-maker, applicable authority, conflicts, evidence, reasons and any conditions or external approvals.

7. Agendas records and reporting

The Chair and Governance Professional/Clerk agree the annual work programme and each agenda. Papers must state the decision or assurance sought, options, evidence, limitations, affordability, pupil impact, equality, safeguarding, workload, risk and required approval. Defer a decision if information is inadequate.

The Governance Professional/Clerk records attendance, declarations, challenge, advice, decisions, reasons, votes and actions. Issue draft minutes promptly, normally within fifteen working days, and submit them for approval at the next meeting. Track each action by owner, deadline and completion evidence. Report delegated decisions and recommendations to the next Board meeting; escalate material risks or compliance concerns immediately.

8. Conflicts confidentiality and information governance

Declare interests on appointment, annually and at each relevant agenda item. Record the nature of the interest, withdrawal, exclusions from voting and item-specific quorum. No individual may decide their own remuneration. Obtain advice where a connected-person interest or loyalty conflict affects impartiality.

Use a secure governance portal with role-based access. Keep named personnel, appraisal and pay evidence in restricted Part 2 records and share only what each authorised recipient needs. The Principal may submit evidence and representations but must withdraw from their own pay decision. Apply UK GDPR, the Data Protection Act 2018, lawful access rights and the records retention schedule. Public terms and required governance disclosures must remain accessible; confidentiality must not conceal a mandatory disclosure or prevent proper Board accountability.

9. Training evaluation and review

Provide induction and annual development in the body's remit, constitutional duties, conflicts, equality and evidence-based decision-making. Review effectiveness, attendance, skills, independence, quality of papers and challenge, timeliness, action completion and impact annually. The Board reviews these terms at least every twelve months and after a material change to the Articles, delegation, law, funding requirements or policy.

10. Approval and signatures

Approval record	Entry
Approval body	Trust Board by formal resolution
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Effective date	20th October 2026
Next review	Autumn 2027 or earlier if required

Annex A Decision and assurance matrix

Matter	Body responsibility	Decision or interface
Pay Policy and reward framework	Review and recommend	Board approves
Ordinary staff annual pay	Decide only within express delegation	Principal recommends; authorised appeal panel hears appeal
Executive increase above teacher rate	Require justification and flag consent	DfE approval in advance; Board approves local proposal
New executive appointment above threshold	Review package and consent evidence	DfE approval before advertising; Board appoints
Pay appeals	No review of own decision as an appeal	Independent panel under Pay Policy
Payroll and disclosures	Verify authorised instruction and assurance	CFO/SBM implements and reports

Annex B Annual work programme

Cycle point	Core business
Before annual review	Check membership, conflicts, appeal capacity, current Pay Policy, contracts, ranges, budget and DfE rules.
Annual pay meeting	Review staff recommendations and Principal appraisal evidence; assess equality, affordability, benchmarking and executive/teacher increase comparison.
Before implementation	Record Committee decision or Board approval; obtain advance DfE consent if needed; send written outcome and controlled payroll instruction.
After review	Verify payroll, notifications, appeals and disclosures; report anonymised trends and governance assurance to the Board. Issue teacher/executive staff remuneration annual statements.
As required	Consider recruitment packages, significant role changes and exceptional requests within the correct authority; review terms annually.

Annex E Source and policy register

External sources checked on 18th October 2026

DfE Academy Trust Handbook 2026

https://www.gov.uk/government/publications/academy-trust-handbook/academy-trust-handbook-2026-effective-from-1-october-2026

DfE Academy Trust Governance Guide

https://www.gov.uk/government/publications/academy-trust-governance-guide/academy-trust-governance-guide

DfE Senior pay controls for academy trusts

https://www.gov.uk/guidance/senior-pay-controls-for-academy-trusts

DfE Setting executive salaries

https://www.gov.uk/government/publications/setting-executive-salaries-guidance-for-academy-trusts/setting-executive-salaries-guidance-for-academy-trusts

DfE Teacher appraisal guidance

https://www.gov.uk/government/publications/teacher-appraisal-and-capability-model-policy

Associated trust policies and records

Scheme of Delegation; Code of Conduct; Conflicts and Register of Interests; Pay Policy; Principal and Teacher Appraisal Policy; Capability; Grievance; staff and pay appeal procedures; Equality; Data Protection; Records Retention; Financial Regulations; governance annual planner; strategic and academy improvement plans; internal scrutiny and external audit action trackers.

The current approved policies and executed governing documents control their respective processes. Review external requirements whenever these terms are used or updated; do not treat a web link as evidence of compliance.